

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11 Case No.
	:	
LENOX SALES, INC., <i>et al.</i>	:	08-14679 (ALG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**ORDER APPROVING ASSUMPTION AND  
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS**

Upon the motion, dated December 27, 2008 (the “Motion”), of Lenox Sales, Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”),<sup>1</sup> pursuant to Sections 105(a), 363, and 365 of the Bankruptcy Code and Rules 6004 and 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for, among other things, approval of procedures in connection with the sale of all or substantially all of the Debtors’ assets (the “Sale”), all as more fully set forth in the Motion; and the Court having entered an order, dated December 16, 2008, approving, among other things, a procedure for the assumption of executory contracts and unexpired leases (the “Procedures Order”) (Docket No. 127); and upon the Certificate of No Objection to the Assumption and Assignment of Certain Unexpired Leases and Executory Contracts filed by counsel for the Debtors; and after due deliberation and sufficient cause appearing therefore, it is hereby

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Lenox Sales, Inc. (3270), Lenox Group Inc. (4956), Lenox, Incorporated (8476), D 56, Inc. (0891), FL 56 Intermediate Corp. (4955), Lenox Retail, Inc. (3269), and Lenox Worldwide, LLC (7980).

ORDERED that, in accordance with the terms and provisions of the Procedures Order, the Debtors' assumption of the unexpired leases listed on Exhibit A hereto (the "Leases") is approved; and it is further

ORDERED that, except as otherwise agreed to in a signed writing between the Debtors and a Contract counterparty, the cure amounts set forth on Exhibit A are the true, correct, final and fixed amounts, and only amounts, that are required to be paid upon assumption of the Leases pursuant to section 365(b)(1)(A) and (B) of the Bankruptcy Code and the Debtors are directed to pay such cure amounts upon assumption of the Leases.

Dated: July 15, 2009  
New York, New York

/s/ Allan L. Gropper  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**

**(Unexpired Leases)**

<b>Counter-party</b>	<b>Date</b>	<b>Description and Address of Property to be Assumed and Assigned</b>		<b>Cure Amount</b>
41 Madison LP c/o Rudin Management 345 Park Avenue New York, NY 10154  <i>w/copy to:</i> Goldfarb & Fleece 345 Park Avenue, 33rd Floor New York, NY 10154	6/1/08	Showroom Lease – Lenox, NYC  41 Madison Avenue 24th Floor New York, NY 10010	Showroom lease for Lenox, NYC 12,669 SF.  Lease term 6/1/08 – 5/31/18.  <b>as modified by agreement of the landlord and the assignee</b>	\$0
Hartz Mountain Associates 400 Plaza Drive P.O. Box 1515 Secaucus, NJ 07096-1515	6/5/1995	Retail Lease – Secaucus, NJ  20 Enterprise Avenue Secaucus, NJ 07094	Retail lease for Secaucus, NJ factory outlet store 12,796 SF  Lease term 8/24/07 – 6/30/12.  <b>as modified by agreement of the landlord and the assignee</b>	\$0
COROC/Rehoboth Beach, LLC c/o Tanger Properties, LP 3200 Northline Avenue, Suite 360 Greensboro, NC 27408	2/1/06	Retail Lease – Rehoboth Beach, DE  Tanger Outlet Center Midway 35016 Midway Outlet Drive, Suite 303 Rehoboth Beach, DE 19971	Retail lease for Rehoboth Beach, DE 8,000 SF  Lease term 2/1/06 – 1/31/11.	\$0
CPG Partners, LP c/o Chelsea Property Group, Inc. 100 Eisenhower Parkway Roseland, NJ 07068  Attn: Lease Administration and General Counsel	2/1/08	Retail Lease – Central Valley, NY  Woodbury Commons 177 Marigold Court Central Valley, NY 10917	Retail lease for Central Valley, NY 4,045 SF  Lease term 2/1/08 – 1/31/10.	\$0

Counter-party	Date	Description and Address of Property to be Assumed and Assigned		Cure Amount
<p>Economic Growth Connection of Westmoreland</p> <p>Economic Growth Connection of Westmoreland c/o Westmoreland County Industrial Development 40 North Pennsylvania Avenue, Suite 510 Greensburg, PA 15601</p> <p><i>w/copy to:</i> James E. Conte, Esquire McDonald, Snyder &amp; Williams, P.C. 1004 Ligonier Street Latrobe, PA 15650</p>		<p>Route 31 East Mt. Pleasant, PA 15666</p>	<p>Retail lease for Mt. Pleasant, PA store 15,335 SF</p> <p>Lease term 8/20/07 – 8/20/12.</p> <p><b>as modified by agreement of the landlord and the assignee</b></p>	\$0
<p>Medalist Properties 5, LLC 100 Shockoe Skip, 2nd Floor Richmond, VA 23219</p>	2/1/08	<p>Retail Lease – Lenox Williamsburg, VA</p> <p>Patriot Plaza 3032-2 Richmond Road Williamsburg, VA 23185</p>	<p>Retail lease for Lenox Williamsburg, VA 11,000 SF.</p> <p>Lease term 2/1/06 – 1/31/10.</p> <p><b>as modified by agreement of the landlord and the assignee</b></p>	\$0
<p>Tanger Properties, LP 3200 Northline Avenue, Suite 360 Greensboro, NC 27408</p>	7/1/07	<p>Retail Lease – Pigeon Forge, TN</p> <p>Tanger at Five Oaks 1645 Parkway Sevierville, TN 37862</p>	<p>Retail lease for Pigeon Forge, TN 8,618 SF</p> <p>Lease term 7/1/07 – 6/30/12.</p>	\$0
<p>Tanger Properties, LP 3200 Northline Avenue, Suite 360 Greensboro, NC 27408</p>	2/1/07	<p>Retail Lease – Riverhead, NY</p> <p>Tanger Outlet Center 905 Tanger Drive Riverhead, NY 11901</p>	<p>Retail lease for Riverhead, NY 4,000 SF</p> <p>Lease term 2/1/07 – 1/31/12.</p>	\$0
<p>William C. Saunders &amp; Jacquelyn Saunders</p> <p>William C. Saunders &amp; Jacquelyn Saunders 3027 Bennett Point Road Queenstown, MD 21658</p>	2/1/1982	<p>4632 Ocean Gateway Queenstown, MD 21658</p>	<p>Retail lease for Queenstown, MD store 6,000 SF</p> <p>Lease term 5/1/07 – 4/30/12.</p> <p><b>as modified by agreement of the landlord and the assignee</b></p>	\$0